

Robinson Bradley M
Form 4
February 13, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Bradley M

(Last) (First) (Middle)

5400 LBJ FREEWAY, SUITE 1500

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Matador Resources Co [MTDR]

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CTO, SVP-Reservoir Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/11/2018		M		5,000 A \$ 9	226,978 ⁽¹⁾ ₍₂₎	D
Common Stock	02/11/2018		F		2,080 ₍₃₎ D \$ 28.25	224,898 ⁽¹⁾ ₍₂₎	D
Common Stock	02/11/2018		M		10,000 A \$ 8.21	234,898 ⁽¹⁾ ₍₂₎	D
Common Stock	02/11/2018		F		5,368 ₍₄₎ D \$ 28.25	229,530 ⁽¹⁾ ₍₂₎	D
Common Stock	02/11/2018		M		5,327 A \$ 19.71	234,857 ⁽¹⁾ ₍₂₎	D

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Common Stock 02/11/2018 F 4,270
(5) D \$ 28.25 230,587 (1)
(2) D

Common Stock 50,000 I

Represents shares held of record by the reporting person's Individual Retirement Account.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 9	02/11/2018		M	5,000	(6) 02/21/2020	Common Stock	5,000
Employee Stock Option	\$ 8.21	02/11/2018		M	10,000	(7) 03/07/2018	Common Stock	10,000
Employee Stock Option	\$ 19.71	02/11/2018		M	5,327	(8) 02/10/2019	Common Stock	5,327

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			CTO, SVP-Reservoir Engineering	

Robinson Bradley M
5400 LBJ FREEWAY
SUITE 1500
DALLAS, TX 75240

Signatures

/s/ Bradley M. Robinson, by Kyle A. Ellis as
attorney-in-fact

02/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 18,342 shares of restricted stock granted to the reporting person on February 15, 2017 that vest in equal annual installments on the first, second and third anniversaries of the date of grant.
- (2) Includes 16,287 shares of restricted stock granted to the reporting person on February 19, 2016 that vest on the third anniversary of the date of grant.
Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 5,000 employee stock options that were granted to the reporting person on February 22, 2010. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (3) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 10,000 employee stock options that were granted to the reporting person on March 8, 2013. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (4) Represents shares withheld by the Issuer in connection with the reporting person's net share settlement to satisfy the exercise price and tax liability upon the exercise of 5,327 employee stock options that were granted to the reporting person on February 11, 2014. No shares were sold by the reporting person to satisfy the exercise price or the tax liability.
- (5) The employee stock options vested in four equal annual installments and were fully vested as of February 22, 2014.
- (6) The employee stock options vested in two equal biennial installments and were fully vested as of March 8, 2017.
- (7) The employee stock options vested in two equal biennial installments and were fully vested as of February 11, 2018.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.